LOGiQ Asset Management

Management Discussion and Analysis

for the three months ended December 31, 2017

Management's Discussion and Analysis

The following management discussion and analysis ("MD&A") dated February 9, 2018 presents the financial condition, changes in financial condition and results of operations for LOGiQ Asset Management Inc. ("LOGiQ Inc." or the "Company") and should be read in conjunction with the condensed interim consolidated financial statements and accompanying notes thereto for the three months ended December 31, 2017 and 2016, as well as the Company's annual MD&A and consolidated financial statements and accompanying notes thereto for the year ended September 30, 2017. Unless otherwise indicated, all dollar amounts in this MD&A are expressed in thousands of Canadian dollars.

During the fourth quarter of fiscal 2017 the company announced the sale of its retail asset management business with the sale transaction closing in the first quarter of fiscal 2018, on December 15, 2017 (See- "Sale of Retail Asset Management Business").

During the first quarter of fiscal 2018, the Company commenced a strategic review of its remaining businesses and commenced to actively seek a merger partner, which may include a concurrent or subsequent sale of some or all of its remaining assets. A merger and or a sale is probable and expected to occur within the next year, and therefore global advisory agreements and institutional accounts became classified as held for sale and discontinued operations.

The financial results for the retail asset management, global advisory agreements and institutional accounts business have been reported as discontinued operations in the condensed interim consolidated financial statements. The Company has reclassified the financial results of 2017 for comparative purposes. The reclassification affected the presentation of a number of financial statement balances and measures including revenues, net loss for the year, EBITDA, adjusted EBITDA and total assets.

Forward-looking statements

This MD&A may contain forward-looking information and statements relating, but not limited to, anticipated or prospective financial performance and results of operations of the Company. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. For this purpose, any statements that are contained herein that are not statements of historical fact may be deemed to be forward-looking information. Without limiting the foregoing, the words "believes", "anticipates", "plans", "intends", "will", "should", "expects", "projects", and similar expressions are intended to identify forward-looking information. These statements may include, without limitation, statements regarding future AUM, the Company's profitability, growth in equity, and ability of the Company to maintain sufficient capital resources. In particular, these forward-looking statements include, but are not limited to: the probability of a merger or sale and the expectation that one will occur; the Company's expectation that it will comply with requirements for an advance under credit facilities; management's view of change in the retail funds industry and the best path going forward being the exit of the Company from the retail funds business; the pursuit of opportunities in the remaining businesses with a view to maximizing shareholder value; the pursuit of acquisition and/or merger opportunities and/or the divestiture of assets; the ability of the Company to maintain its competitiveness and manage competition; expectations for a rate hike; management's view of valuations and valuation metrics; equity returns outperforming treasury returns, cash and high quality bonds; the probability of a sale or merger within the next year; the Company having sufficient cash flow to meet ongoing obligations; a successful sale of the remaining businesses along its credit facility in place resulting in the Company being able to meet its obligations as they come due over the next 12 months; the expectation that currently threatened litigation will not have a material adverse effect on the Company; and all other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results of operations or performance. Although the Company believes it has a reasonable basis for making the forecasts or projections included in this MD&A, readers are cautioned not to place undue reliance on such forward-looking information. By its nature, the forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific that contributes to the possibility that the predictions, forecasts and other forward-looking statements will not occur. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements.

Factors that could cause actual results to differ materially from expectations include, among other things, general economic, market conditions and geo-political events including interest rates, global financial markets, changes in government regulations, industry competition, technological developments and other factors described under "Risk Management" or discussed in other materials filed with applicable securities regulatory authorities from time to time. The material factors and assumptions applied in reaching the conclusions contained in these forward-looking statements include that the investment fund industry will remain stable. The reader is cautioned against undue reliance on these forward-looking statements.

The forward-looking information is given as of the date of this MD&A and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Non-IFRS Financial Measures

The Company uses several non-IFRS financial measures that do not have any standardized meaning prescribed by International Financial Reporting Standards ("IFRS") and may not be comparable to similar measures presented by other companies. Management believes that these measures are useful to most shareholders, creditors, other stakeholders and investment analysts in analyzing the Company's results. These non-IFRS financial measures should not be considered as an alternative to the consolidated net and comprehensive loss or any other measure of performance under IFRS.

Assets Under Management and Average Assets Under Management

Assets Under Management ("AUM") refers to the total net assets managed by the Company through its various investment product offerings, brokerage accounts, and sub-advised accounts. Average AUM refers to the three-month average of AUM balance, and can be used to facilitate the understanding of the revenue trend in the period.

Investment performance

Investment performance is a key driver of AUM. Growth in AUM resulting from positive investment performance increases the value of the assets managed for clients and, in turn, the Company benefits from higher management fees and the potential for performance fees.

Net Sales (Redemptions)

Sales, net of redemptions, is another key performance indicator as the amount of new assets being added to the total AUM of the Company will lead to higher management fees and can potentially lead to increased performance fees.

EBITDA

The Company uses EBITDA (earnings before interest, tax, depreciation and amortization) as a measure of operating performance to derive a more meaningful measure of its core operations and cash generating ability.

Adjusted EBITDA

In addition to EBITDA as described above, the Company further adjusts EBITDA ("Adjusted EBITDA") by excluding restructuring costs, share based compensation, impairment charges, and net losses (gains) on financial assets and liabilities at fair value through profit or loss, in order to derive a measure of earnings before non-cash and non-recurring transactions, which management considers to be a meaningful measure of its core operations.

Material Contracts

This MD&A may, from time to time, refer to material contracts. Material contracts can be found on SEDAR (www.sedar.com) under LOGiQ Asset Management Inc.

Business Overview

LOGiQ Asset Management Inc. ("LOGiQ Inc.", or "the Company") is a company incorporated under the laws of the Province of Alberta, Canada, and is domiciled in Canada. LOGiQ Capital 2016 (the "Partnership") is a general partnership that was formed under the laws of the Province of Ontario on September 23, 2004. The Partnership was formerly known as Front Street Capital 2004. The Partnership is registered with the Ontario Securities Commission as an investment fund manager and, as a result, is required to maintain specified levels of working capital.

On December 8, 2016, the businesses formerly named Aston Hill Financial Inc. ("Aston Hill"), Front Street Capital 2004 ("Front Street Capital"), and Tuscarora Capital Inc. ("TCI") were combined to form the LOGiQ Asset Management group of companies. Aston Hill acquired all of the partnership interests in Front Street Capital and all of the issued and outstanding voting shares and non-voting shares of the capital of TCI. Front Street Capital and TCI were under common control. In connection with the transaction, the names of the businesses were changed to better reflect the combined company. The transaction was accounted for as a reverse acquisition under the acquisition method of accounting for business combinations with Front Street Capital being the accounting acquirer.

Current business name	**Former business name**	**Legal and accounting status**
LOGiQ Asset Management Inc.	Aston Hill Financial Inc.	Legal parent / accounting acquiree
LOGiQ Capital 2016	Front Street Capital 2004	Legal subsidiary / accounting acquirer

The principal business of the Company included (1) the management, marketing, distribution and administration of mutual funds, closed end funds, private equity funds, hedge funds, segregated institutional funds, and other fee-based investment products for Canadian investors; and (2) institutional sales-related fee earning arrangements. As described in note 6 to the condensed interim consolidated financial statements, certain of the Company's assets were held for sale as at September 30, 2017 and substantially all of the Company's remaining assets became held for sale as at December 31, 2017. LOGiQ Inc. was formerly Aston Hill Financial Inc. LOGiQ Inc. is a publicly traded corporation on the Toronto Stock Exchange ("TSX"), with its head office and principal address being 180 John Street, Toronto, Ontario, M5T 1X5. The registered and records office of the Company is Suite 500, 31 – 6th Avenue SW, Calgary, Alberta, T2P 3H3.

LOGiQ Inc. was a diversified asset management company focused on the integration of business acquisitions, achievement of synergies, pursuit of merger, acquisition, partnership and divestiture opportunities, growing its suite of product offerings and enhanced delivery with its goal to achieve the benefits of greater scale for its stakeholders.

For accounting purposes, the Partnership, LOGiQ Capital 2016, is the acquirer of LOGiQ Inc., and as such, these condensed interim consolidated financial statements ("financial statements") are a continuation of the financial statements of the Partnership with one adjustment, which is to adjust retroactively LOGiQ Capital 2016's legal capital to reflect the legal capital of LOGiQ Inc.

The transactions and balances of LOGiQ Inc., the legal parent, and its other subsidiaries, are included in these condensed interim consolidated financial statements from the effective date of the acquisition, being December 8, 2016.

Legal name	**Legal status**	**Ownership interest**
LOGiQ Asset Management Ltd.	Subsidiary of LOGiQ Inc.	100%
LOGiQ Capital 2016	Subsidiary of LOGiQ Inc.	100%
Tuscarora Capital Inc.	Subsidiary of LOGiQ Inc.	100%

Business Highlights

Credit facility

On August 11, 2017 the Company entered into a two year secured working capital term loan facility (the "facility") in the amount of up to $6,000 and bearing interest on drawn amounts between 16% and 19% per annum. A structuring fee in the amount of $180 was paid to the Lender upon closing and reasonable costs and expenses of the Lender were paid. The terms of the facility required repayment of the outstanding principal amount, together with all accrued and unpaid interest and fees 24 months following the closing. The facility could be used for any cash shortfall in the operations of the Company. The agreement contained covenants which the Company expected to fully comply with over the 24 month term. The covenants included monthly revenue targets and minimum AUM thresholds. The Company drew $2,000 including fees against the facility on November 22, 2017, and on December 15, 2017 the outstanding balance and interest was repaid and the outstanding balance is $nil as at December 31, 2017. This credit facility was subsequently terminated during the period ended December 31, 2017.

Sale of retail asset management business

On September 11, 2017 the Company announced that they had entered into a purchase and sale agreement (the "Purchase and Sale Agreement") providing for the sale of substantially all of the retail asset management agreements owned by the Company (the "Transaction"). The retail asset management contracts comprise the Company's closed-end management contracts and the vast majority of its open-end fund management contracts. Under the terms of the Purchase and Sale Agreement, the purchase price for the retail asset management contracts to be sold was $32.9 million, subject to adjustment based on the assets under management of the funds related to the acquired contracts at closing. This involves selling the retail asset management contracts, which are held as intangible assets. Finalization of the transaction was subject to a number of conditions precedent including the approval by the holders of the Company's common shares and the 7.00% senior unsecured convertible debentures due June 30, 2021, all required securities regulatory and stock exchange approvals and satisfaction of any other customary closing conditions. These conditions being met, the transaction closed on December 15, 2017 for cash proceeds of approximately $32.1 million. Proceeds of disposition, net of transaction costs and certain assumed liabilities amounted to $30 million. The Company recognized a gain of $732 on the sale for the period ended December 31, 2017.

Disposal groups – global advisory agreements and institutional accounts

In December 2017, the Company commenced a strategic review of its remaining businesses and commenced to actively seek a merger partner, which may include a concurrent or subsequent sale of some or all of its remaining assets other than TCI. A merger and/or a sale is probable and expected to occur within the next year, and therefore substantially all remaining assets were classified for sale as of December 31, 2017.

In accordance with IFRS 5, the assets and liabilities held for sale, which consists of Intangible Assets in the form of management contracts, were assessed for impairment based on the fair value less costs to sell. The fair value was measured using the price at which the Company negotiated the sale of the retail asset management disposal group and based on indicative offers received for the global advisory agreements and institutional accounts disposal groups less estimates for the costs of disposal and assumed liabilities.

The financial results for the retail asset management business, global advisory agreements and institutional accounts have been reported as discontinued operations in the condensed interim consolidated financial statements. The Company has reclassified the financial results of 2017 for comparative purposes. The change affected a number of financial measures including revenues, net loss for the year, EBITDA, adjusted EBITDA and total assets.

Debenture amendments

As a result of the approval of the Transaction at a special meeting of the debenture holders on December 8, 2017, and the subsequent closing of the Transaction, certain amendments to the indenture governing the Company's 7.000% senior unsecured convertible debentures due June 30, 2021 became effective December 15, 2017 ("newly modified debentures").

The amendments relate primarily to the retraction right the holders of the newly modified debentures had. The retraction right provided that the newly modified debentures could be tendered for retraction on the date which is the 30th day following the closing date of the Transaction, by providing the Company with a notice during the notice period which ended on January 11, 2018. The retraction date was January 15, 2018.

The retraction price was $1.01 for each $1 principal amount of newly modified debentures tendered for retraction, and the maximum principal amount of newly modified debentures that the Company must redeem was capped at $15,170 of the total value of the newly modified debentures of $20,226, representing a maximum retraction price of $15,321. Newly modified debenture holders who hold to maturity will be entitled to $1.05 for each $1 of principal amount of newly modified debentures held, plus accrued and unpaid interest to the maturity date.

The above modification resulted in a substantial change in the terms of the newly modified debentures and it has been treated as an extinguishment of the original debenture and the recognition of newly modified debenture. The fair value of the newly modified debentures was determined to be $20,226 using level 1 of fair value hierarchy based on the market price on the date of modification. The fair value was allocated to the liability and the equity component in the amount of $20,226 and $nil respectively. The difference between the carrying value of the liability component of $15,817 and the fair value of the newly modified liability component of $20,226 was recorded as loss on modification of convertible debentures in the amount of $4,409 in the statement of net and comprehensive loss. The difference in fair value of the newly modified equity component and the book value of the equity component in the amount of $1,476 was recognized in equity as contributed surplus.

Subsequent to period end, $15,012 debentures were tendered for retraction and were redeemed by the Company in the amount of $15,163 including interest. Following redemption of the debentures redeemed, there will be $5,214 principal amount of debentures outstanding.

Disposal group held for sale – Global advisory agreements and institutional accounts

Subsequent to year end, the Company commenced a strategic review of its remaining businesses and commenced to actively seek a merger partner, which may include a concurrent or subsequent sale of some or all of its remaining assets. A merger and or a sale is probable and expected to occur within the next year, and therefore subsequent to September 30, 2017 the assets became classified as held for sale.

Revolving loan agreement

On December 26, 2017, the Company entered into revolving loan agreements with two related parties in the total amount of up to $1,000 and bearing interest on drawn amounts of 12% per annum. A structuring fee of $15 is payable to each related party providing the loan. The terms of the facilities are that LOGiQ Inc. may request a drawdown on or after June 30, 2018, and the agreements terminate January 1, 2019 with all advances and accrued and unpaid interest to be repaid by the termination date. The facilities may be used for any cash shortfall in the operations of the Company. The agreements contain conditions precedent to any advances, which the Company expects to fully comply with over the term of the agreements. As at December 31, 2017, the Company has not drawn any funds against this facility.

Promissory note

On December 29, 2017, the Company fully repaid the outstanding principal and accrued but unpaid interest on the promissory note in the amount of $6,151.

Business Outlook

As previously disclosed, the Company commenced a strategic review of its remaining businesses and commenced to actively seek a merger partner, which may include a concurrent or subsequent sale of some or all of its remaining assets. A merger and/or a sale is probable and expected to occur within the next year. Management also acknowledges that there can be no assurance that such a sale will be successful. The Company has also significantly reduced operating expenses for the continuing operations, including moving to lower cost and smaller space, reducing headcount and exiting contracts where appropriate. As at December 31, 2017, LOGiQ had 15 employees.

For the three months ended December 31, 2017, the Company had a total comprehensive loss of $5,464, and as at that date, current assets (including assets held for sale) exceed current liabilities by $29,191. On December 15, 2017 the Company sold substantially all of the retail asset management agreements owned by the Company, representing over 80% of the revenues for the year ended September 30, 2017. Also, as a result of the sale, certain amendments made to the indenture governing the Company's 7.0% senior unsecured convertible debentures due June 30, 2021 became effective on December 15, 2017. These amendments provided for a retraction right of up to 75% of the outstanding principal to be paid out in January 2018, with the potential to have the remaining 25% outstanding principal to now mature on September 30, 2018. In January 2018, the Company redeemed $15,012 of debentures that were tendered for retraction resulting in a payment of $15,163 including interest. Following redemption of the debentures redeemed, there was $5,214 principal amount of debentures outstanding. The Company has sufficient cash to meet these obligations, and together with the additional facilities discussed below, the Company has sufficient cash for ongoing operations.

Due to the specialized nature of the business, there are only a limited number of firms that compete directly with the Company's institutional global advisory sales business; however, there are a number of portfolio management firms in Canada who target institutional and/or high net worth individual clients that compete with its institutional investment management business. In the case of the institutional global advisory sales business, the Company manages competition by building strong relationships with over 30 third-party investment managers, which ensures that its clients have exposure to highly-skilled investment managers in different asset classes and styles, including the market for alternative investment vehicles, and in the case of the institutional investment management business, the firm manages competition by focusing on its client relationships and by developing portfolio management expertise.

Overview

Assets under management for the last six quarters were composed of the following:

Assets under Management, Advisory, and Other

(in millions of Canadian dollars)	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Assets Under Management, Advisory, Brokerage and Other						
Managed funds						
Open end funds	$ -	$ 722	$ 773	$ 872	$ 1,135	$ 566
Closed end funds	-	557	662	703	688	-
Hedge funds	38	183	184	196	197	224
Total LOGiQ managed funds	$ 38	$ 1,462	$ 1,619	$ 1,771	$ 2,020	$ 790
Sub-advised funds						
Open end funds	142	163	166	169	175	87
Closed end funds	-	8	10	15	14	-
Total sub-advised funds	$ 142	$ 171	$ 176	$ 184	$ 189	$ 87
Other assets	247	245	313	331	321	-
Total Assets under Management, Advisory, Brokerage and Other	$ 427	$ 1,878	$ 2,108	$ 2,286	$ 2,530	$ 877
Assets for which institutional sales-related fee earning contracts apply	$ 2,981	$ 2,910	$ 2,901	$ 2,550	$ 2,465	$ -
Total Fee earning assets	$ 3,408	$ 4,788	$ 5,009	$ 4,836	$ 4,995	$ 877

The AUM related to continuing operations of the Company as at December 31, 2017 amounts to $19,206 in brokerage accounts in TCI.

Selected financial information

The following table provides selected financial information for the three months ended December 31, 2017 and 2016 (prior period has been restated to present the effect of discontinued operations).

(in thousands of Canadian dollars except for per share numbers)

For the three months ended December 31,		**2017**		2016
Total (from contining and discontinued operations)				
Revenue	**$**	**5,266**	$	6,819
Net loss for the period		**(5,464)**		(1,270)
EBITDA		**(4,544)**		(802)
Adjusted EBITDA		**719**		(642)
Net loss per share, basic & diluted		**(0.016)**		(0.008)
From continuing operations				
Revenue	**$**	**16**	$	62
Net loss for the period		**(5,675)**		(437)
EBITDA		**(5,818)**		(294)
Adjusted EBITDA		**(1,210)**		(162)
Net loss per share, basic & diluted		**(0.017)**		(0.003)
From discontinued operations				
Revenue	**$**	**5,250**	$	6,757
Net income (loss) for the period		**211**		(833)
EBITDA		**1,274**		(508)
Adjusted EBITDA		**1,929**		(480)
Net income (loss) per share, basic & diluted		**0.001**		(0.005)
Weighted average number of common shares outstanding: (thousands)				
Basic and diluted		**327,101**		158,313

Financial Position		**December 31, 2017**		September 30, 2017
Assets				
from continuing operations		**39,399**		53,143
from discontinued operations		**9,118**		29,448
Total assets	**$**	**48,517**	$	82,591
Liabilities				
from continuing operations		**40,320**		69,061
from discontinued operations		**-**		-
Total liabilities	**$**	**40,320**	$	69,061

Total revenue for the three months ended December 31, 2017 was $5,266, or $1,553 lower than the prior period of $6,819. This was the result of the declining AUM levels during the period and the sale of the retail asset management business on December 15, 2017.

Results of Continuing Operations

The following table provides selected financial information of the continuing operations for the three month periods ended December 31, 2017 and 2016, including a reconciliation of EBITDA and adjusted EBITDA.

(in thousands of Canadian Dollars)	*Three months ended*			
		2017		**2016**
Revenue				
Management fees and other	**$**	**16**	$	62
	$	**16**	$	62
Expenses				
Salaries and wages		**679**		128
General and administrative		**547**		96
Share based compensation		**228**		132
Net finance expense		**954**		138
Total expenses	**$**	**2,408**	$	494
Net gain on financial assets and liabilities at fair value through profit or loss		**(29)**		-
Loss on modification of convertible debentures		**4,409**		-
Net loss before income taxes	**$**	**(6,772)**	$	(432)
Income tax (recovery) expense		**(1,097)**		5
Net loss from continuing operations	**$**	**(5,675)**	$	(437)
Reconciliation to EBITDA and Adjusted EBITDA				
Amortization of deferred sales commissions		**-**		-
Amortization of intangible assets - finite life		**-**		-
Net finance expense		**954**		138
Depreciation of property and equipment		**-**		-
Income tax (recovery) expense		**(1,097)**		5
EBITDA	**$**	**(5,818)**	$	(294)
Loss on modification of convertible debentures		**4,409**		**-**
Share-based compensation		**228**		**132**
Net gains on financial assets and liabilities at fair value through profit or loss		**(29)**		**-**
Adjusted EBITDA	**$**	**(1,210)**	$	(162)

As discussed above, the retail asset management business, global advisory agreements and institutional accounts business were classified as discontinued operations. The continuing operations are primarily represented by the TCI business and LOGiQ Inc.

The debenture amendments resulted in a substantial change in the terms of the newly modified debentures and it has been treated as an extinguishment of the original debenture and the recognition of newly modified debenture. The fair value of the newly modified debentures was determined to be $20,226 using level 1 of fair value hierarchy based on the market price on the date of modification. The fair value was allocated to the liability and the equity component in the amount of $20,226 and $nil respectively. The difference between the carrying value of the liability component of $15,817 and the fair value of the newly modified liability component of $20,226 was recorded as loss on modification of convertible debentures in the amount of $4,409 in the statement of net and comprehensive loss.

Results of Discontinued Operations

The following table provides selected financial information of discontinued operations for the three month periods ended December 31, 2017 and 2016, including a reconciliation of EBITDA and adjusted EBITDA.

(in thousands of Canadian Dollars)	*Three months ended*			
		2017		2016
Revenue				
Management fees and other	**$**	**4,770**	$	4,562
Performance fees		**438**		2,156
Other income		**42**		39
	$	**5,250**	$	6,757
Expenses				
Salaries and wages		**1,184**		2,142
General and administrative		**1,509**		1,020
Restructuring costs		**-**		2,690
Trailer fees		**709**		1,039
Sub-advisory expense		**651**		343
Amortization of deferred sales commissions		**151**		222
Amortization of intangible assets - finite life		**288**		225
Depreciation of property and equipment		**16**		23
Total expenses	**$**	**4,508**	$	7,704
Net loss on financial assets and liabilities at fair value through profit or loss		**438**		28
Gain on assets held for sale		**(732)**		-
Impairment charge		**217**		-
Net income (loss) before taxes	**$**	**819**	$	(975)
Income tax expense (recovery)		**608**		(145)
Net income (loss) for the period	**$**	**211**	$	(830)
Net income to non-controlling interest		-		3
Net income (loss) and comprehensive income (loss) to controlling interest	**$**	**211**	$	(833)
Reconciliation to EBITDA and Adjusted EBITDA				
Amortization of deferred sales commissions		**151**		222
Amortization of intangible assets - finite life		**288**		225
Depreciation of property and equipment		**16**		23
Income tax expense (recovery)		**608**		(145)
EBITDA	**$**	**1,274**	$	(508)
Impairment charge		**217**		-
Net loss on financial assets and liabilities at fair value through profit or loss		**438**		28
Adjusted EBITDA	**$**	**1,929**	$	(480)

The overall decrease in revenues and expenses from discontinued operations for the three month period ended December 31, 2017 compared to 2016 was primarily due to the decline in AUM period over period and the sale of the retail asset management business on December 15, 2017, offset by the acquisitions completed in December 2016 by the Company.

The Transaction closed on December 15, 2017 for cash proceeds of approximately $32.1 million. Proceeds of disposition, net of transaction costs and certain assumed liabilities amounted to $30 million. The Company recognized a gain of $732 on the sale for the period ended December 31, 2017.

In conjunction with the classification of the global advisory agreements and institutional accounts as held for sale, the Company performed an impairment test and as a result of the impairment tests performed, the Company recognized an impairment loss of $217 for the three month period ended December 31, 2017 compared to no impairment charge for the three month period ended December 31, 2016.

Quarterly information

The following table summarizes selected financial information (unaudited) from continuing operations for the eight most recent completed quarters.

Continuing operations	*Q1* 2018	*Q4* 2017	*Q3* 2017	*Q2* 2017	*Q1* 2017	*Q4* 2016	*Q3* 2016	*Q2* 2016
Net loss and comprehensive loss to controlling interest	**$ (5,675)**	**$ (361)**	**$ (840)**	**$ (1,489)**	**$ (437)**	$ -	$ -	$ -
Reconciliation to EBITDA and Adjusted EBITDA								
Net finance expense	954	742	763	717	138	-	-	-
Amortization of intangible assets - finite life	-	-	-	-	-	-	-	-
Depreciation of property and equipment	-	-	-	-	-	-	-	-
Income tax expense (recovery)	(1,097)	(25)	(41)	13	5	-	-	-
EBITDA	**(5,818)**	**356**	**(118)**	**(759)**	**(294)**	-	-	-
Share based compensation	228	132	448	444	132	-	-	-
Impairment charge	4,409	-	-	-	-	-	-	-
Net gains on financial assets and liabilities at fair value through profit or loss	(29)	(1,840)	(918)	(1)	-	-	-	-
Adjusted EBITDA	**$ (1,210)**	**$ (1,352)**	**$ (588)**	**$ (316)**	**$ (162)**	-	-	-

As discussed above, the retail asset management business, global advisory agreements and institutional accounts were classified as discontinued operations. All operations in the fiscal 2016 were the operations of retail asset management business and therefore was classified as discontinued operations resulting in $nil comparative balances.

LIQUIDITY AND FINANCIAL POSITION

For the year three months ended December 31, 2017, the Company had a total comprehensive loss of $5,464, and as at that date, current assets (including assets held for sale) exceed current liabilities by $29,191. On December 15, 2017 the Company sold substantially all of the retail asset management agreements owned by the Company for cash proceeds of approximately $32.1 million, representing over 80% of the revenues for the year ended September 30, 2017. Also, as a result of the sale, certain amendments made to the indenture governing the Company's 7.0% senior unsecured convertible debentures due June 30, 2021 became effective on December 15, 2017. These amendments provided for a retraction right of up to 75% of the outstanding principal to be paid out in January 2018, with the potential to have the remaining 25% outstanding principal to now mature on September 30, 2018. In January 2018, the Company redeemed $15,012 of debentures that were tendered for retraction resulting in a payment of $15,163 including interest. Following redemption of the debentures redeemed, there will be $5,214 principal amount of debentures outstanding. The Company has sufficient cash to meet these obligations, and together with the additional facilities discussed below, the Company has sufficient cash for ongoing operations.

In recognition of these circumstances, the Company commenced a strategic review of its remaining businesses and commenced to actively seek a merger partner, which may include a concurrent or subsequent sale of some or all of its remaining assets. A merger and or a sale is probable and expected to occur within the next year. The Company has also significantly reduced operating expenses for the continuing operations, including moving to lower cost and smaller space, reducing headcount and exiting contracts where appropriate.

As mentioned above, two credit facilities totaling $1 million with related parties were put in place bearing interest on drawn amounts of 12% per annum. A structuring fee of $15 is payable to each related party providing the loan. The terms of the facilities are that LOGiQ Inc. may request a drawdown on or after June 30, 2018, and the agreements terminate January 1, 2019 with all advances and accrued and unpaid interest to be repaid by the termination date. The facilities may be used for any cash shortfall in the operations of the Company. The agreements contain conditions precedent to any advances, which the Company expects to fully comply with over the term of the agreements.

Summary of statement of cash flows:

		2017		2016
Net cash used in continuing operating activities	$	**(965)**	$	(2,755)
Net cash used in continuing investing activities		**-**		(3,156)
Net cash (used in) from continuing financing activities		**(7,337)**		7,120
Net cash (used in) from continuing operations		**(8,302)**		1,209
Net cash from discontinued operations		**33,252**		181
Change in cash and cash equivalents		**24,950**		1,390
Cash and cash equivalents, beginning of period		**1,278**		1,652
Cash and cash equivalents, end of period	$	**26,228**	$	3,042

OFF BALANCE SHEET ARRANGEMENTS, COMMITMENTS AND CONTINGENCIES

Other than disclosed in the condensed interim financial statements for the three months ended December 31 2017, including the sub-lease of the Toronto office space which occurred in the current quarter, there have been no significant changes in the nature of off balance sheet arrangements, commitments and contingencies from those described in the Company's MD&A for the year ended September 31, 2017 and the Company's consolidated financial statements for the year ended September 30, 2017.

RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in the financial statements, the Company had the following related party transactions:

a) The funds under management are considered to be related parties to the Company entities who manage them. As such, the managers of the funds receive management fees and pay for expenses incurred by its various funds under management in accordance with the terms outlined in the applicable prospectus. These expenses are then charged back to the funds and are recovered under non-interest bearing, normal credit terms in accordance with the prospectus of the funds.

   Trade and other receivables as at December 31, 2017 include $1,216 (September 30, 2017: $2,356) in management fees, and other amounts due from funds under management. Trade and other payables as at December 31, 2017 includes $354 (September 30, 2017: $288) in amounts due to funds under management.

   For the three month period ended December 31, 2017, $4,760 (three month period ended December 31, 2016: $4,403) of revenue from management and other fees was from funds under management by entities within the Company. For the three month period ended December 31, 2017, the Company earned revenue from performance fees of $438 (three month period ended December 31, 2016: $2,156) from funds under management by the entities within the Company.

   In addition, for the three month period ended December 31, 2017, the Company absorbed $62 (three month period ended December 31, 2016: $17) of expenses incurred by funds under management.

b) RJT Capital Inc. ("RJT") is a company which owns 49% of the outstanding shares of LOGiQ Capital Partners. RJT is paid a consulting fee for management services performed for LOGiQ Capital Partners. LOGiQ Capital Partners was sold on December 15, 2017 as part of the Transaction described in note 6.

   In addition, payments of expenses are centralized and paid out of LOGiQ Inc., and as such RJT reimbursed LOGiQ Inc. for any expenses paid on behalf of LOGiQ Capital Partners which were paid by LOGiQ Inc. As at December 31, 2017, $nil (September 30, 2017: $92) of trade and other payables related to the consulting fee payable to RJT. Total consulting fees to RJT incurred for the three month periods ended December 31, 2017 and 2016 were $66 and $50, respectively.

c) As at December 31, 2017, the investments at fair value through profit or loss balance of $13 (September 30, 2017: $12) related to seed capital investments by the Company. As these funds are managed by subsidiaries in the Company, they are considered to be related parties. For the three months ended December 31, 2017 and 2016 a net gain related to funds under management was recorded within gain on financial assets and liabilities at fair value through profit or loss in the amount of $1 and a loss on financial assets and liabilities at fair value through profit or loss of $28 respectively.

d) Prior to the acquisition of TCI as described in note 5(A), TCI was controlled by FS Company Holdings Ltd., and as a result was considered to be under the common control of the former partners of Front Street Capital. For the year three month period ended December 31, 2017, management fees and other includes $nil in respect of servicing fees earned from TCI prior to the business combination date (three month period ended December 31, 2016: $87).

TCI earns all of its commission's revenue and trailer fee from trading on of assets previously managed by LOGiQ Capital 2016. The commissions' revenue s are at negotiated rates. The trailer fees are in accordance with the offering documents of the respective funds.

All related party transactions are in the normal course of operations and have been measured at the agreed to exchange amounts, which is the amount of consideration established and agreed to by the related parties.

CHANGE IN ACCOUNTING POLICIES

Amendments to IAS 7 - Statement of Cash Flows

On October 1, 2017, the Company adopted the amended version of IAS 7 - Statement of Cash Flows. The amendments require disclosures to evaluate changes in liabilities arising from financing activities, including both cash flow and non-cash changes. These amendments do not have a material impact on the condensed interim consolidated financial statements. The Company is not required to include the additional disclosures in its condensed interim consolidated financial statements and will disclose this information prospectively in its annual consolidated financial statements for the year ending September 30, 2018.

RISK MANAGEMENT

Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Company as described in the Company's 2017 Annual Information Form and in the MD&A for the year ended September 30, 2017 which is available on SEDAR at www.sedar.com. These business risks should be considered by interested parties when evaluating the Company's performance and its outlook.

At December 31, 2017, the Company is in compliance with all externally imposed restrictions on capital.

OUTSTANDING SHARE DATA

Capital	Authorized	Outstanding as at February 9, 2018	Common shares underlying convertible securities
Common shares	Unlimited	327,042,150	Not applicable
Stock options	Not applicable	33,050,000	33,050,000
Warrants	Not applicable	2,066,200	2,066,200
Convertible debentures (face value) maturing 2021	Not applicable	5,213,590	17,376,650

ADDITIONAL INFORMATION

Disclosure Controls and Procedures

Disclosure controls and procedures ("DC&P") are designed to provide reasonable assurance that all information required to be disclosed by the Company is recorded, processed, summarized and reported within required time periods and that all relevant information is gathered and reported to senior management, including the Chief Executive Officer and the Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

Management of the Company has ensured that internal controls over DC&P have been designed to provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer by others, and information required to be disclosed by the Group in its interim and annual filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Internal controls over financial reporting ("ICFR") have been designed using the Committee of Sponsoring Organizations ("COSO") 2013 framework in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. For the period ended December 31, 2017, there have been no changes in ICFR that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Reference is made in this Management Discussion & Analysis to the Company's Consolidated Financial Statements disclosure for the relevant periods filed on the SEDAR website at www.sedar.com where additional disclosure relating to the Company can also be located.

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